

# EXHIBIT 5

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

ROBERT SPRINGER, et al., individually  
and on behalf of all others similarly  
situated,

Plaintiffs,

v.

CODE REBEL CORPORATION, et al.,

Defendants.

Case No. 16-cv-3492 (AJN)

**DECLARATION OF LEAD PLAINTIFF ADRIAN YBARRA**

I, Adrian Ybarra, declare under penalty of perjury as follows:

1. I was appointed by this Court on March 2, 2017 to serve as co-Lead Plaintiff in the class action entitled *Springer, et al., v. Code Rebel Corp., et al.*, 1:16-cv-03492 (AJN) (S.D.N.Y.) (the “Action”).

2. I submit this declaration in support of (i) final approval of the proposed Settlement in this Action, (ii) my application for a compensatory award for the time spent directly related to my representation of the Settlement Class, and (iii) Co-Lead Counsel’s motion for attorneys’ fees and reimbursement of expenses.<sup>1</sup> I have personal knowledge of the facts set forth herein.

3. I understand the responsibilities of a lead plaintiff in a securities class action and have been actively involved in this Action. Throughout the litigation, I have been in regular contact with the attorneys representing Lead Plaintiffs. In this capacity, I have received and reviewed the Complaint, the motion to serve as lead plaintiff, the Amended Complaint, and

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<sup>1</sup> All capitalized terms that are not otherwise defined herein have the meanings provided in the Settlement Agreement and Release, dated May 15, 2017, filed in this Action (Docket No. 60).

documents filed in connection with the Settlement. I also had regular communications with the attorneys representing the Lead Plaintiffs, both by phone and through email, concerning the Action's status, case strategy, and settlement, including the proposed settlement and the relative benefits of settling versus going forward with the Action.

4. I communicated with the attorneys representing Lead Plaintiffs throughout the settlement negotiations, and I support the proposed Settlement of this Action for \$1,000,000. I believe that this is an excellent result achieved by counsel when considering the strengths of the case in light of the risks, delay, and the expense of continued litigation. I also support Lead Counsel's request for an award of attorneys' fees totaling approximately one-third (33 and 1/3%) of the Settlement Fund (or \$333,333.33). I believe that the requested fee is reasonable in light of Lead Counsel's expertise, the quality of work on this Action, as well as the fact that counsel took on a large amount of risk with no guarantee of recovery.

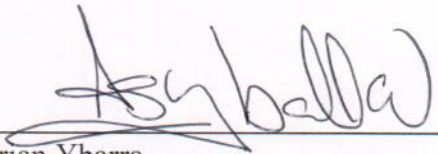
5. I also support the reimbursement of attorneys' expenses as requested by Lead Counsel, as I believe these expenses were reasonably incurred in the course of prosecuting this Action on behalf of the Settlement Class.

6. In my capacity as Lead Plaintiff representing the Settlement Class, I estimate that I spent approximately 20 hours on this Action to achieve the greatest benefit to the class. Given my participation in this litigation, I respectfully request \$1,000 in compensation. This estimate includes the time that I devoted to my involvement described above and time researching the facts of the case, reading news about Code Rebel Corporation and the broader industry, researching the securities-litigation process and the legal remedies available to investors, reviewing case filings and other key documents initially drafted by Lead Counsel, gathering transaction records, and corresponding with the attorneys representing the Lead Plaintiffs.

7. I understand that a lead plaintiff in a securities class action may request an award of reasonable costs and expenses (including lost wages) directly relating to the representation of the class. Given my diligent participation in this Action, I respectfully request an award of \$1,000 for my reasonable time, effort, costs, and expenses incurred directly relating to my representation of the Settlement Class.

I declare under penalty of perjury that the foregoing assertions are true to the best of my knowledge and belief.

Executed on 11/2, 2017.

  
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Adrian Ybarra